

RECORDATION NO. 29850 FILED
AUG 02 '11 -2 15 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 2, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W.
Washington, D C 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Assignment, dated as of July 29, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are.

Lessee. ECDC Environmental, L.C
1111 W Highway 123
East Carbon, UT 84520

Assignee/Lessor. ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, CA 94108

Chief, Section of Administration
August 2, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is.

40 intermodal flat cars within the series GIMX 101 - GIMX 243 as more
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease and Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

AUG 02 '11 -2 15 PM

MEMORANDUM OF LEASE AND ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AND ASSIGNMENT is made and entered into as of July 29, 2011, by and between ATEL LEASING CORPORATION ("ATEL" or "Assignee"), a California corporation and ECDC ENVIRONMENTAL, L.C. ("ECDC"), a Utah limited liability company.

WITNESSETH

GATX CORPORATION, successor by merger to GATX Financial Corporation, successor by merger to GATX Rail Corporation, successor by merger to General American Transportation Corporation, as Lessor ("Assignor") and ECDC, as Lessee, entered into Car Service Contract No. 1422 dated as of June 15, 1994 (the "Master Lease Agreement") and Rider No. 11 thereto dated October 1, 2006, as amended by Amendment No. 1 to Rider No. 11 dated January 1, 2011, and Amendment No. 2 to Rider No. 11, dated June 30, 2011, which incorporates by reference the terms and conditions of the Master Lease Agreement and together with the Master Lease Agreement is the "Lease". The Lease covers forty (40) three position, 70-ton, intermodal flat cars bearing car mark numbers as more specifically described on Exhibit A attached hereto and made a part hereof (which may be amended from time to time) ("Cars"), which Cars Lessor did lease to Lessee.

Pursuant to that certain Purchase Agreement and Assignment and Assumption Agreement ("Assignment") each dated as of July 29, 2011, the Assignor assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest and all of Assignor's obligations, in, to and under the Lease and in and to the Cars

The term with respect to all Cars shall be the period commencing on August 1, 2011 and continues for eighty-four (84) months thereafter, but in any event ending not later than July 22, 2018, unless terminated in accordance with the terms of the Lease.

This Memorandum of Lease and Assignment has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease and Assignment.

IN WITNESS WHEREOF, ATEL and ECDC have executed this instrument as of the date first above written

ATEL LEASING CORPORATION

By:  _____

Name: Dean Cash
President

Title: _____

ECDC ENVIRONMENTAL, L.C.

By: _____

Name: _____

Title: _____

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM
BY:  _____

STATE OF California }
COUNTY OF San Francisco } ss

On 7/28/11 before me, the undersigned officer, personally appeared Dean Cash, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) 15 subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

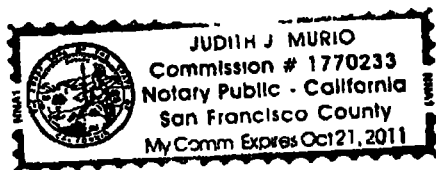
WITNESS my hand and official seal.

[Signature]
Notary Public

My Commission expires:

Oct. 21, 2011

(Notarial Seal)



STATE OF _____ }
COUNTY OF _____ } ss

On _____ before me, the undersigned officer, personally appeared _____, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) _____ subscribed to this instrument and acknowledged to me that _____ executed the same in _____ authorized capacity(ies), and that by _____ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My Commission expires:

(Notarial Seal)

IN WITNESS WHEREOF, ATEL and ECDC have executed this instrument as of the date first above written.

ATEL LEASING CORPORATION

ECDC ENVIRONMENTAL, L.C.

By: _____

By: Terry Schneider

Name: _____

Name: [Signature]

Title: _____

Title: VP ECDC

STATE OF

_____ }
} ss

COUNTY OF

_____ }

On _____ before me, the undersigned officer,
personally
appeared _____,
[personally known to me] [proved to me on
the basis of satisfactory evidence] to be the
person(s) whose name(s) _____ subscribed
to this instrument and acknowledged to me
that _____ executed the same in
_____ authorized capacity(ies), and that
by _____ signature(s) on the instrument
the person(s), or the entity upon behalf of
which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

Notary Public

My Commission expires:

(Notarial Seal)

STATE OF

Arizona }
} ss

COUNTY OF

Maricopa }

On 7/28/11 before me, the undersigned officer,
personally
appeared Terry Schneider,
[personally known to me] [proved to me on
the basis of satisfactory evidence] to be the
person(s) whose name(s) /// subscribed
to this instrument and acknowledged to me
that /// executed the same in
/// authorized capacity(ies), and that
by /// signature(s) on the instrument
the person(s), or the entity upon behalf of
which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

Jeanne Mount
Notary Public

My Commission expires:

April 1, 2013

(Notarial Seal)



EXHIBIT A

TO MEMORANDUM OF LEASE AND ASSIGNMENT

DESCRIPTION OF RAILCARS

RAILCAR DESCRIPTION: 40 – Three position, 70-ton, intermodal flat cars

CAR MARKS AND NUMBERS:

	<u>Car Number</u>	<u>Manuf.</u>	<u>Build Year</u>		<u>Car Number</u>	<u>Manuf.</u>	<u>Build Year</u>
1	GIMX000101	TTX	1965	20	GIMX000160	ACFX	1972
2	GIMX000105	TTX	1967	21	GIMX000166	ACFX	1972
3	GIMX000108	TTX	1968	22	GIMX000167	ACFX	1971
4	GIMX000111	TTX	1969	23	GIMX000202	UNKNOWN	1971
5	GIMX000118	TTX	1975	24	GIMX000204	UNKNOWN	1972
6	GIMX000119	TTX	1975	25	GIMX000208	UNKNOWN	1972
7	GIMX000120	TTX	1975	26	GIMX000209	UNKNOWN	1972
8	GIMX000121	TTX	1975	27	GIMX000211	UNKNOWN	1972
9	GIMX000122	TTX	1975	28	GIMX000213	UNKNOWN	1972
10	GIMX000123	TTX	1975	29	GIMX000217	UNKNOWN	1972
11	GIMX000124	TTX	1975	30	GIMX000220	UNKNOWN	1971
12	GIMX000125	TTX	1975	31	GIMX000221	UNKNOWN	1972
13	GIMX000127	TTX	1976	32	GIMX000223	UNKNOWN	1972
14	GIMX000128	TTX	1976	33	GIMX000224	UNKNOWN	1971
15	GIMX000129	TTX	1976	34	GIMX000225	UNKNOWN	1971
16	GIMX000141	TTX	1971	35	GIMX000226	UNKNOWN	1971
17	GIMX000143	TTX	1971	36	GIMX000227	UNKNOWN	1971
18	GIMX000154	ACFX	1972	37	GIMX000237	UNKNOWN	1972
19	GIMX000156	ACFX	1972	38	GIMX000239	UNKNOWN	1972
				39	GIMX000242	UNKNOWN	1972
				40	GIMX000243	UNKNOWN	1972

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 8/2/11



Robert W. Alvord